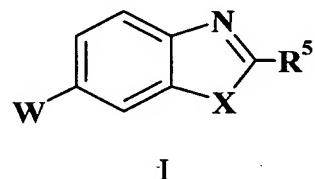


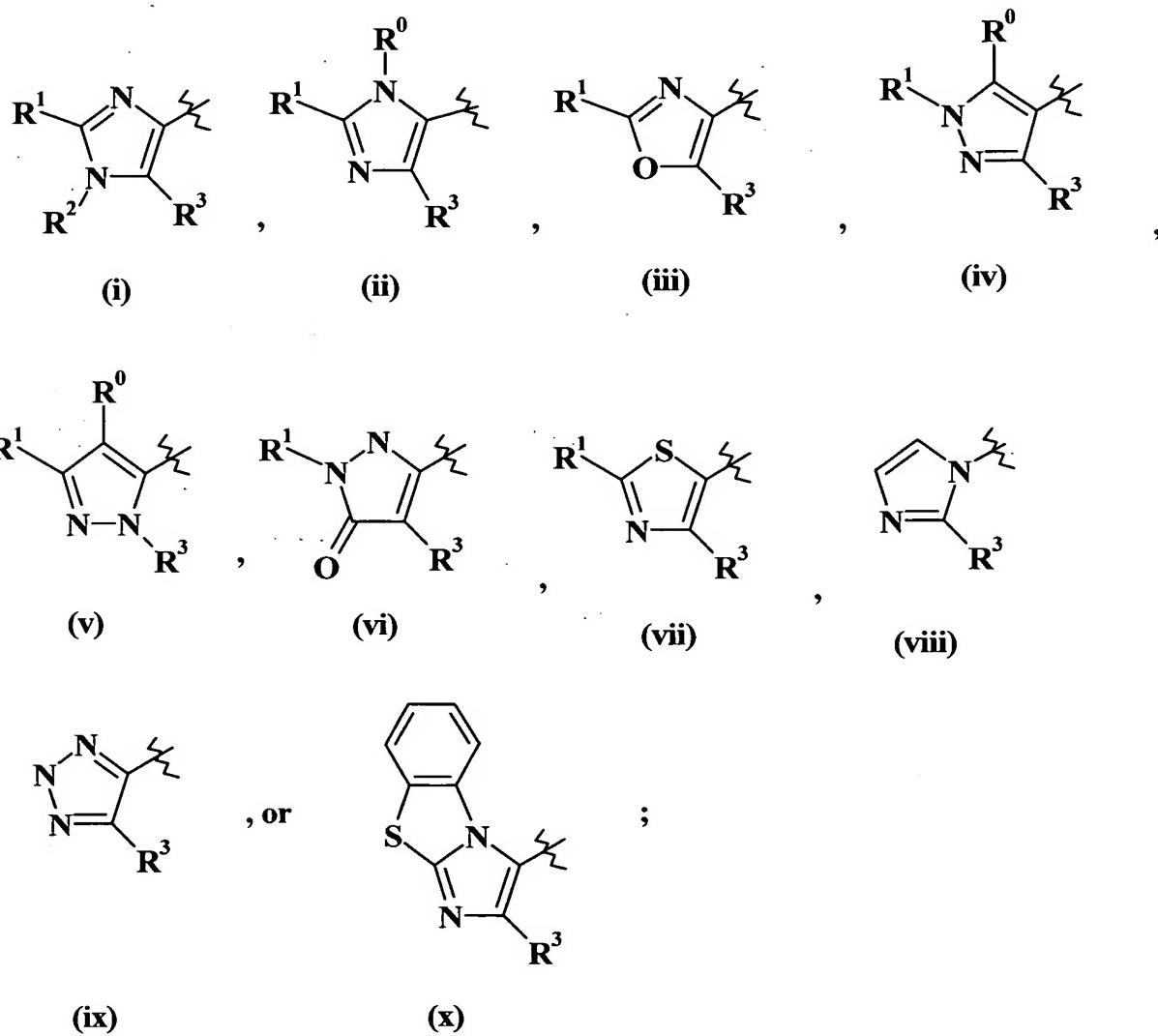
This listing of claims will replace all prior versions and listings of claims in the application:

Claim 1 (original): A compound of Formula I:



where:

W is



X is N(R⁴) or S;

R⁰ is

(a) selected from the group consisting of hydrogen, C₁-C₆ alkyl, cyano, (C₁-C₄ alkylene)-R¹¹, 3-hydroxyprop-2-yl, (1-phenyl)-2-hydroxyeth-1-yl, (1-cyclohexyl)-3-hydroxyprop-2-yl, 4-methoxybenzyl, 1,4-dioxoaspiro[4,5]dec-8-yl, tetrahydropyran, 2,2,6,6-tetramethylpiperidin-4-yl, and cyclohexan-1-on-4-yl,

(b) phenyl optionally substituted with one substituent selected from the group consisting of nitro and amino,

(c) piperidin-4-yl optionally substituted with one substituent selected from the group consisting of C₁-C₄ alkyl, C₁-C₄ alkoxy carbonyl, and benzyl, or

(d) C₃-C₆ cycloalkyl optionally substituted with one substituent selected from the group consisting of C₁-C₄ alkoxy carbonyl amino, amino, hydroxy, and C₁-C₄ alkylene-OH;

R¹ is

(a) selected from the group consisting of hydrogen, C₁-C₆ alkyl, C₂-C₄ alkynyl, halo, amino, azido, formyl, 1-(C₁-C₄ alkoxy carbonyl)ethen-2-yl, 1-(C₁-C₄ alkoxy carbonyl)ethyl, 1-(C₁-C₄ carboxy)ethyl, (C₁-C₄ alkylene)benzyloxy, trifluoromethyl, trimethylsilylethynyl, but-3-yn-1-ol, , C₃-C₆ cycloalkyl, tetrahydropyran-4-yl, hydroxymethyl, 2-(piperidin-1-yl)methyl, N,N',N'',[trimethyl]-2-(aminoethylamino)methyl, (morpholin-4-yl)methyl, dimethylaminomethyl, N-[2-(piperidin-1-yl)eth-1-yl]-aminomethyl, N',N'-dimethyl-2-(aminoethylamino)methyl, pyridinyl, thiazolyl, triazolyl, benzo(1,3)dioxolan-5-yl, and imidazol-2-yl,

(b) phenyl optionally substituted with one to three substituents independently selected from the group consisting of C₁-C₄ alkyl, halo, nitro, amino, C₁-C₄ alkoxy, trifluoromethyl, trifluoromethoxy, trifluoromethylsulfanyl, methylsulfonyl, methylsulfonamidyl, pyrrolidin-1-yl, morpholin-4-yl, 4-(C₁-C₄ alkyl)piperazin-1-yl, -NR⁶R⁷, and

C₁-C₄ alkoxy optionally substituted with one substituent selected from the group consisting of piperidin-1-yl, pyrrolidin-1-yl, morpholin-4-yl, azepin-4-yl, and di(C₁-C₄ alkyl)amino,

(c) thienyl optionally substituted with one substituent selected from the group consisting of halo, nitro, amino, and C₁-C₄ alkyl, or

(d) piperidin-4-yl optionally substituted at the 1-position from the group consisting of C₁-C₄ alkyl, C₁-C₄ alkoxy carbonyl, benzyloxycarbonyl, and (C₁-C₄ alkylene)-R⁸;

Alternatively R⁰ and R¹ may be taken together to form a fully saturated C₃-C₄ carbon chain or a fully unsaturated C₃-C₄ carbon chain optionally substituted with halo or C₁-C₄ alkyl;

R² is hydrogen, C₁-C₄ alkyl, or benzyl;

R³ is thienyl or phenyl optionally substituted with one to two substituents independently selected from the group consisting of halo, C₁-C₄ alkyl, C₁-C₄ alkoxy, and trifluoromethyl;

R⁴ is hydrogen, (C₁-C₄ alkyl)sulfonyl, or (C₃-C₆ cycloalkyl)sulfonyl; or (C₁-C₄ alkyl)₂N-sulfonyl;

R⁵ is halo, hydrogen, or -NR⁹R¹⁰;

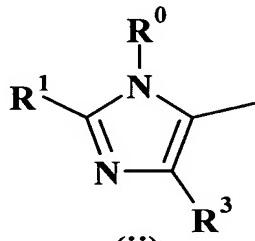
R⁶ and R⁷ are individually at each occurrence selected from hydrogen, carbonyl, or C₁-C₄ alkyl providing that at least one of R⁶ and R⁷ is hydrogen;

R⁸ is hydroxy, trifluoromethyl, dimethylamino, phenyl, pyridinyl, or 1-methylimidazol-2-yl,;

R⁹ is independently at each instance hydrogen or C₁-C₄ alkyl;

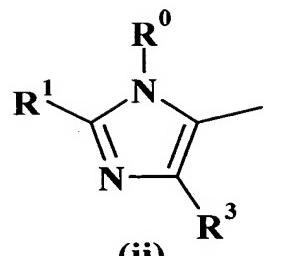
R¹⁰ is hydrogen, C₁-C₄ alkyl, or benzyl;

R¹¹ is C₁-C₄ alkoxy, hydroxy, C₁-C₄ alkoxy carbonyl, C₁-C₄ alkoxy carbonyl amino, C₃-C₆ cycloalkyl, phenyl optionally substituted with one to two substituents independently selected from the group consisting of C₁-C₄ alkoxy and halo, morpholin-4-yl, or pyridinyl;



provided that when W is then

- (a) at least one of R⁰ and R¹ is hydrogen or C₁-C₆ alkyl; or
- (b) R⁰ and R¹ may be taken together to form a fully saturated C₃-C₄ carbon chain or a fully unsaturated C₃-C₄ carbon chain optionally substituted with halo or C₁-C₄ alkyl;



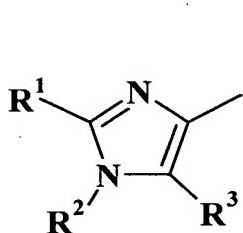
also provided that when X is S, W is

(ii)

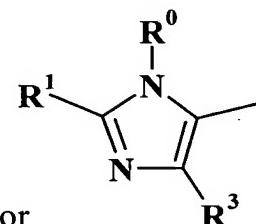
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;

or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

Claim 2 (currently amended): A compound of Claim 1, where W is is either



(i)



(ii)

Claim 3 (canceled)

Claim 4 (original): A compound of Claim 1, which is 1-isopropylsulfonyl-2-amino-6-(2-(2,6-difluorophenyl)-5-(phenyl)-imidazol-4-yl)-benzimidazole or a pharmaceutically acceptable salt or a pharmaceutically acceptable solvate thereof.

Claims 5 – 16 (canceled)

Claim 17 (original): A pharmaceutical formulation comprising a compound of Claim 1 and a pharmaceutically acceptable carrier, diluent, or excipient.

Claim 18 (original): A method of inhibiting p-38 kinase in a mammal comprising administering to a mammal in need of such treatment an effective amount of a compound of Claim 1.

Claim 19 (original): A method of treating conditions resulting from excessive cytokine production in a mammal comprising administering to a mammal in need of such treatment a cytokine-suppressing amount of a compound of Claim 1.

Claim 20 (canceled)

Claim 21 (original): A method of inhibiting the growth of a susceptible neoplasm in a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

Claim 22 (canceled)

Claim 23 (original): A method of treating rheumatoid arthritis in a mammal comprising administering to a mammal in need of such treatment a p38 inhibiting amount of a compound of Claim 1.

Claim 24 (new): A compound of Claim 2, where X is NR⁴ and R⁴ is (C₁-C₄ alkyl)sulfonyl.

Claim 25 (new): A compound of Claim 24, where R⁴ is (isopropyl)sulfonyl and R⁵ is -NH₂.

Claim 26 (new): A compound of Claim 24, where R⁴ is (tert-butyl)sulfonyl and R⁵ is -NH₂.

Claim 27 (new): A compound of Claim 26, where R¹ is tert-butyl.